

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE AIG ERISA LITIGATION

:
: Master File No.: 04-CV-9387 (JES) (AJP)
:

This Document Relates To:

All Actions

**NOTICE OF MOTION BY LEAD PLAINTIFFS FOR FINAL APPROVAL OR
PROPOSED SETTLEMENT AND
AN AWARD OF ATTORNEYS' FEES AND EXPENSES**


PLEASE TAKE NOTICE that pursuant to Fed. R. Civ. P. 23 and the Court's July 1, 2008 Order, Plaintiffs, Margaret B. Amidei, Oscar Saleh, Grace C. Baxter, Linda S. Adams, Christopher Townley, and Terry Phillips, will move the Court, pursuant to Rule 23(h) and 54(d)(2), Fed. R. Civ. P., on October 7, 2008 at 3.00p.m., or as soon thereafter as counsel may be heard, for an order approving the proposed settlement of this action and for an order award of attorneys' fees in the amount of \$7,260,000, representing 30% of the 24.2 million Settlement Fund, and for reimbursement of expenses in the amount of \$ 443,818.81, plus interest, both of which were incurred in connection with the prosecution and successful resolution of this action. The proposed Order and Final Judgment included as an exhibit to the previously-filed Settlement Agreement and is annexed hereto as Exhibit A.

In support of this motion, and as may be required by Fed. R. Civ. P. 54(d)(2)(B), Plaintiffs state that Plaintiffs' Counsel are entitled to the award of attorneys' fees and reimbursement of expenses in the amounts represented herein as a result of having created a substantial monetary fund for the benefit of the Class.

In further support of this motion, Plaintiffs rely upon (a) the record herein; (b) the Stipulation of Settlement, as dated June 18, 2008, (the "Stipulation") previously filed with the Court; (c) the accompanying memoranda of law; and (d) the Joint Declaration of Plaintiffs' Counsel in Support of the Motion for Order and Judgment of Final Approval of Settlement Approval of Request for Fees and Reimbursement of Expenses and Awards to Lead Plaintiffs.

Dated: September 25, 2008

SQUITIERI & FEARON, LLP

By:  _____

Lee Squitieri (LS-1684)

32 East 57th Street

12th Floor

New York, New York 10022

Tel: (212) 421-6492

Fax: (212) 421-6553

HARWOOD FEFER LLP

Robert I. Harwood (RH-3286)

Daniella Quitt (DQ-1963)

Jeffrey Norton (JN-4827)

488 Madison Avenue - 8th Floor

New York, New York 10022

Tel: (212) 935-7400

Fax: (212) 753-3630

WOLF POPPER LLP
Marian P. Rosner (MR-0410)
Andrew E. Lencyk (AL-4329)
James Kelly-Kowlowitz (JK-9616)
845 Third Avenue
New York, New York 10022
Tel: (212) 759-4600
Fax: (212) 486-2093

KELLER ROHRBACK L.L.P.
Lynn L. Sarko (LS-3700)
Gary A. Gotto (GG-5640)
Erin M. Riley (ER-7673)
Suite 3200
1201 Third Avenue
Seattle, Washington 98101
Tel: (206) 623-1900
Fax: (206) 623-3384

Plaintiffs' Provisional Lead Counsel